

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website:

<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

Hearing Date: TBC

Time: 10:00 a.m.

Objection Deadline: TBC

4:00 p.m.

(Prevailing Eastern Time)

**FINAL FEE APPLICATION OF
BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR
DEBTORS FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Name of Applicant:

Blake, Cassels & Graydon LLP

Authorized to Provide Professional Services to:

Delphi Corporation and Affiliated Debtors

Date of Retention Order:

May 15, 2006 effective *nunc pro tunc* to
January 9, 2006

Period for Which Compensation and
Reimbursement are Sought:

October 1, 2007 to January 25, 2008

Amount of Compensation Sought as Actual,
Reasonable, and Necessary:

Cdn\$2,539.00

Amount of Expense Reimbursement Sought as
Actual, Reasonable, and Necessary:

Cdn\$1,173.20

Prior Amounts Requested and/or Paid to Date:

Cdn\$3,204.40

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**UNITED STATES BANKRUPTCY COURT
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**FINAL FEE APPLICATION OF
BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR
DEBTORS FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Blake, Cassels & Graydon LLP (“Blakes”), Canadian counsel for Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), submits this final fee application (the “Fee Application”), pursuant to 11 U.S.C. §§330 and 331, seeking allowance and payment of compensation for professional services rendered by Blakes for the period from October 1, 2007 to January 25, 2008 (the “Compensation Period”), and for reimbursement of actual and necessary expenses incurred in connection with such services during the Compensation Period. In support of this Fee Application, Blakes represents as follows:

Background

1. On October 8, 2005 (the “Petition Date”), Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under

chapter 11 of title 11 of the United States Code, 11 U.S.A. §§ 101-1330, as amended (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in the Debtors’ cases.

3. On May 5, 2006, the Bankruptcy Court entered its Order establishing a Fee Committee, which thereafter established its Fee Protocol.

4. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

Retention of Blakes

6. On April 21, 2006, the Debtors applied to this Court for an order approving the retention of Blakes as Canadian counsel, effective *nunc pro tunc* to January 9, 2006 (the “Retention Application”).

7. On May 15, 2006, this Court entered an order (the “Retention Order”), authorizing the Debtors to employ Blakes as their Canadian counsel under the terms set forth in the Retention Application.

8. In the Retention Application, the Debtors disclosed that Blakes’ fees for professional services are based on its standard hourly rates, which are subject to periodic increases in the normal course of Blakes’ business, and reimbursement of charges and disbursements.

Summary of Requested Professional Compensation and Reimbursement of Expenses

9. This Fee Application has been prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005, as amended, (collectively, the "Interim Compensation Order", collectively with the Local Guidelines and the UST Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

10. By this Fee Application, Blakes respectfully requests allowance for professional services rendered to the Debtors during the Compensation Period, in the amount of Cdn\$2,539.00, and reimbursement of necessary expenses incurred in connection with the rendering of such services, in the amount of Cdn\$1,173.20.

11. Blakes believes that the services rendered have conferred significant benefit on the bankruptcy estates. Further, Blakes believes that its billing rates are reasonable and are consistent with customary rates charged by similar firms.

12. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all of Blakes' timekeepers who have performed services in these Chapter 11 cases during the Compensation Period, the hourly billing rate charged for services performed by each such timekeeper, the aggregate number of hours and the fees billed therefor, and the year of call for each partner or associate. Exhibit B includes certain timekeepers who have billed less than 10 hours during the Compensation Period. These timekeepers were consulted for their particular expertise in connection with an issue raised and the Debtors' estates benefited from that expertise.

13. Pursuant to the Guidelines, annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Blakes is seeking reimbursement and the total

amount for each such expense category. The rate charged for duplicating or photocopying is Cdn\$.10 per page.

14. Blakes has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in these cases.

Services Performed

15. During the Compensation Period, Blakes has worked closely with the Debtors and their advisors in, among other things, monitoring the dispute and arbitration proceedings between a key Canadian parts supplier and the former owner of the business and assisting with matters relating to XM Satellite Radio.

16. Blakes has created separate and unique matter numbers to which its professionals assigned the time billed by them in connection with the services provided to the Debtors. These matters are titled "Supplier Matters", "Promotions" and "Fee Applications". All of Blakes' professionals keep a detailed record of the time spent rendering such services and separated tasks in billing increments of one-tenth of an hour. All matters are billed based upon the actual hours worked and the applicable hourly rates.

17. The services provided during the Compensation Period for Supplier Matters include monitoring arbitration proceedings between the shareholders of the supplier and reviewing the results. The detailed time entries for these services are included in the invoices for Supplier Matters attached as **Exhibit D**. For this matter, Blakes professionals expended 1.2 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$872.00.

18. The services provided during the Compensation Period for Promotions include discussions regarding the provision of owner's manuals over the internet for XM Satellite Radio and reviewing law and legislation regarding same. The detailed time entries for these services are included in the invoices for Promotions attached as **Exhibit E**. Blakes professionals expended 3.8 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$1,463.00.

19. Blakes is also seeking compensation for the time spent during the Compensation Period in preparing the monthly fee statements and the sixth interim fee application; and preparing and submitting data files. The detailed time entries for these services are included in the invoices for Fee Applications attached as **Exhibit F**. Blakes professionals expended a total of 0.8 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$204.00.

20. Blakes has served its monthly fee statements for each of the above-noted matters on (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044, Att'n: Alicia M. Leonhard, Esq., (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg Esq., (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Marlane Melican, Esq. In addition, the fee statements were also served on the following members of the Fee Committee not included above: i) John D. Sheehan, Vice President and Chief Restructuring Officer, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; and ii) Valeria Venable, Credit Manager, GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, North Carolina 28078. As of the date of this Fee Application, no objections to the monthly fee statements have been raised.

Statutory Basis for Relief Sought

21. Blakes seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Debtors during the Compensation Period. Section 330(a)(1) of the Bankruptcy Code provides that the Bankruptcy Court may award (a) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed

by such person; and (b) reimbursement for actual, necessary expenses. Section 330(a)(3)(A) provides as follows:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

22. Section 331 governs the allowance of interim compensation to professionals and provides:

... any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

23. The services for which Blakes seeks compensation and the expenses for which Blakes seeks reimbursement in this Fee Application were necessary for and beneficial to the Debtors' estates and their rehabilitation and reorganization efforts. The compensation requested is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest. As a result, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

WHEREFORE, Blakes respectfully requests that the Court enter an order
(a) approving and allowing Blakes' Fee Application for professional services rendered as
Canadian counsel for the Debtors during the Compensation Period in the amount of
Cdn\$2,539.00, plus reimbursement of actual and necessary expenses incurred in the amount of
Cdn\$1,173.20; (b) authorizing and directing the Debtors to pay to Blakes the total amount of
Cdn\$507.80, or the difference between the amount allowed herein and the amounts previously
paid to Blakes; and (c) granting such other and further relief as is just and/or proper.

Dated: Toronto, Ontario, Canada
January 19, 2010

BLAKE, CASSELS & GRAYDON LLP
Canadian Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession

Per: S. Grundy
Name: Susan M. Grundy
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

TAB A

EXHIBIT A

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Hearing Date: TBC
Time: 10:00 a.m.
Objection Deadline: TBC
4:00 p.m.
(Prevailing Eastern Time)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FINAL FEE
APPLICATION OF BLAKE, CASSELS & GRAYDON LLP FOR
ALLOWANCE AND PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

I, Susan M. Grundy, hereby certify that:

1. I am a Partner of Blake, Cassels & Graydon LLP ("Blakes") with responsibility for the chapter 11 cases of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and in respect of compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of

Expenses of Professionals dated November 4, 2005, as amended, (collectively, the “Interim Compensation Order”, collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Blakes’ Final Fee Application, dated January 19, 2010 (the “Fee Application”), for allowance of compensation and reimbursement of expenses for the period commencing October 1, 2007 through to and including January 25, 2008, in accordance with the Guidelines.

3. I have read the Fee Application and have approved it for service and filing with the Court.

4. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall with the Local Guidelines.


5. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Blakes and generally accepted by Blakes’ clients.

6. Blakes has complied with the provisions of the Local Guidelines and the Interim Compensation Order by providing monthly statements of Blakes’ fees and disbursements accrued during the previous month to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP; (v) counsel for the agent under the Debtors’ prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors’ postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above.

7. In accordance with the Local Guidelines and the Interim Compensation Order, a copy of the Fee Application is being provided to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP; (v) counsel for the agent under the Debtors’ prepetition credit facility, Simpson

Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above. Notice of the filing of the Fee Application is also being sent to those parties listed on the "Master Service List" and the "2002 List" found on the Delphi legal information website (www.delphidocket.com).

Dated: Toronto, Ontario, Canada
January 19, 2010



Susan M. Grundy
BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

TAB B

EXHIBIT B

**SUMMARY OF TIMEKEEPERS, HOURS AND HOURLY RATES
(October 1, 2007 to January 25, 2008)**

Timekeeper	Title	Yr. of Call	Hrly Rate (Cdn)	# of Hours	Fees Billed (Cdn)
Flynn, Marc	Associate	2006	\$300.00	0.1	\$30.00
Grundy, Susan	Partner	1980	\$760.00 (2007)	0.9	\$684.00
Grundy, Susan	Partner	1980	\$790.00 (2008)	0.2	\$158.00
Thompson, Nancy	Paralegal	N/A	\$255.00	0.8	\$204.00
Weinrib, Laura	Associate	2004	\$385.00	3.8	\$1,463.00
TOTALS:				5.8	\$2,539.00

TAB C

EXHIBIT C

SUMMARY OF EXPENSES
(October 1, 2007 to January 25, 2008)

Category	Amount
Courier	\$1,095.40
Duplicating (Cdn\$.10 per page)	76.70
Telephone/Facsimile	<u>1.10</u>
Total	\$1,173.20

TAB D

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

EXHIBIT D

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

November 21, 2007

Invoice: 1320077
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended October 31, 2007, as
follows:

Total Fees	\$ 638.00
Total Disbursements	0.90
Total Due in Canadian Currency	\$ 638.90 CAD

mp

This invoice may be paid in U.S. Currency: \$ 672.53 USD

CAD Wiring Instructions:	USD Wiring Instructions:
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1320077	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 21, 2007
 Invoice No.: 1320077

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/09/07	Flynn, Marc	Review of e-mail correspondence and follow up with S. Grundy (.1).	0.1	300.00	\$ 30.00
10/09/07	Grundy, Susan	Emails from M. Flynn and C. Brown regarding status of arbitration (.1).	0.1	760.00	76.00
10/10/07	Grundy, Susan	Email from C. Brown (.1).	0.1	760.00	76.00
10/22/07	Grundy, Susan	Email from C. Brown (.1).	0.1	760.00	76.00
10/24/07	Grundy, Susan	Telephone call from S. Goldman (.1); telephone call to C. Brown (.1); telephone call to S. Goldman and reporting to C. Brown (.3).	0.5	760.00	380.00

Total Fees for this Matter \$ 638.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Flynn, Marc	FLY	0.1	\$ 300.00	\$ 30.00
Grundy, Susan	SMG	0.8	760.00	608.00
Total		<u>0.9</u>		<u>\$ 638.00</u>

Disbursements

Telephone/Facsimile \$ 0.90
 \$ 0.90

Total Due for this Matter in Canadian Currency \$ 638.90 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**SUMMARY OF TIMEKEEPER AND TITLE
(October 2007)**

Supplier Matters:

<u>Name</u>	<u>Title</u>
Flynn, Marc	Associate
Grundy, Susan	Partner

AT 10:00 AM, 1/20/10, THE COURT WAS PRESENTED WITH THE FOLLOWING PROPOSITIONS:

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

December 20, 2007

Invoice: 1325888
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended November 30, 2007, as
follows:

Total Fees \$ 76.00

Total Due in Canadian Currency \$ 76.00 CAD

This invoice may be paid in U.S. Currency: \$ 78.35 USD

MP

CAD Wiring Instructions:	USD Wiring Instructions:	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Swiftcode: CIBCCATT
Main Branch, Commerce Court West	100 West 33rd Street	Transit No. 00002
Toronto, Ontario M5L 1A2	New York, NY 10001	Final Beneficiary: Blake Cassels & Graydon LLP
Transit No. 00002	Swiftcode: BOFAUS3N	Account No. 000021602012
Swiftcode: CIBCCATT	ABA No. 026009593	Reference: Invoice No. 1325888
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1325888	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Janet Randal at 416.863.3272.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2007
 Invoice No.: 1325888

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/15/07	Grundy, Susan	E-mail from C. Brown regarding payment from Carter (.1).	0.1	760.00	\$ 76.00
Total Fees for this Matter					\$ 76.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.1	\$ 760.00	\$ 76.00
Total		0.1		\$ 76.00

Total Due for this Matter in Canadian Currency \$ 76.00 CAD

SUMMARY OF TIMEKEEPER AND TITLE
(November 2007)

Supplier Matters:

<u>Name</u>	<u>Title</u>
Grundy, Susan	Partner

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICE

Please write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

February 29, 2008

Invoice: 1340317
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 25, 2008, as
follows:

Total Fees	\$ 158.00
Total Disbursements	38.14
Total Due in Canadian Currency	\$ 196.14 CAD <i>mp</i>

This invoice may be paid in U.S. Currency: \$ 206.46 USD

CAD Wiring Instructions: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1340317	USD Wiring Instructions: Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Swiftcode: CIBCCATT Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1340317
If you wish further instructions please contact Janet Randal at 416.863.3272.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/24/08	Grundy, Susan	Reviewing materials regarding result of arbitration (.2).	0.2	790.00	\$ 158.00
Total Fees for this Matter					\$ 158.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.2	\$ 790.00	\$ 158.00
Total		0.2		\$ 158.00

Disbursements

Courier	\$ 37.94	
Telephone/Facsimile	0.20	
		\$ 38.14

Total Due for this Matter in Canadian Currency \$ 196.14 CAD

SUMMARY OF TIMEKEEPER AND TITLE
(January 2008)

Supplier Matters: January 1, 2008 – January 25, 2008

<u>Name</u>	<u>Title</u>
Grundy, Susan	Partner

TABLE

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

EXHIBIT E

INVOICE

Please write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480-410-254
Troy, MI 48098
U.S.A.

December 20, 2007

Invoice: 1325890
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000005

Attention: James G. Derian
Delphi Legal Staff, Litigation

Re: Promotions

FOR PROFESSIONAL SERVICES RENDERED
during the period ended November 30, 2007, as
follows:

Total Fees \$ 1,155.00

Total Due in Canadian Currency \$ 1,155.00 CAD *mp*

This invoice may be paid in U.S. Currency: \$ 1,190.72 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Swiftcode: CIBCCATT
Main Branch, Commerce Court West	100 West 33rd Street	Transit No. 00002
Toronto, Ontario M5L 1A2	New York, NY 10001	Final Beneficiary: Blake Cassels & Graydon LLP
Transit No. 00002	Swiftcode: BOFAUS3N	Account No. 000021602012
Swiftcode: CIBCCATT	ABA No. 026009593	Reference: Invoice No. 1325890
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1325890	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Janet Randal at 416.863.3272.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2007
 Invoice No.: 1325890

Re: 000005. Promotions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/28/07	Weinrib, Laura	Discussion with J. Derian regarding the provision of XM Satellite Radio owner's manuals over the internet rather than in packaging (0.1); reviewing Ontario and Alberta consumer protection law and regulation regarding same (2.0); considering product liability issues regarding same (0.2).	2.3	385.00	\$ 885.50
11/30/07	Weinrib, Laura	Reviewing British Columbia consumer protection legislation regarding the provision of Satellite Radio owner's manuals (.7).	0.7	385.00	269.50

Total Fees for this Matter \$ 1,155.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Weinrib, Laura	LMW	3.0	\$ 385.00	\$ 1,155.00
Total		<u>3.0</u>		<u>\$ 1,155.00</u>

Total Due for this Matter in Canadian Currency \$ 1,155.00 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

SUMMARY OF TIMEKEEPER AND TITLE
(November 2007)

Promotions:

<u>Name</u>	<u>Title</u>
Weinrib, Laura	Associate

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
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Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480-410-254
Troy, MI 48098
U.S.A.

Attention: James G. Derian
Delphi Legal Staff, Litigation

December 31, 2007
Invoice: 1330833
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000005

Re: Promotions

FOR PROFESSIONAL SERVICES RENDERED
during the period ended December 31, 2007, as
follows:

Total Fees \$ 308.00

Total Due in Canadian Currency \$ 308.00 CAD

This invoice may be paid in U.S. Currency: \$ 327.66 USD

MP

CAD Wiring Instructions:	USD Wiring Instructions:	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Swiftcode: CIBCCATT
Main Branch, Commerce Court West	100 West 33rd Street	Transit No. 00002
Toronto, Ontario M5L 1A2	New York, NY 10001	Final Beneficiary: Blake Cassels & Graydon LLP
Transit No. 00002	Swiftcode: BOFAUS3N	Account No. 000021602012
Swiftcode: CIBCCATT	ABA No. 026009593	Reference: Invoice No. 1330833
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1330833	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Janet Randal at 416.863.3272.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 31, 2007
 Invoice No.: 1330833

Re: 000005. Promotions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/03/07	Weinrib, Laura	Reviewing Quebec consumer protection legislation regarding the provision of Satellite Radio owner's manuals.	0.8	385.00	\$ 308.00

Total Fees for this Matter	\$ 308.00
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<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Weinrib, Laura	LMW	0.8	\$ 385.00	\$ 308.00
Total		0.8		\$ 308.00

Total Due for this Matter in Canadian Currency	\$ 308.00 CAD
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**SUMMARY OF TIMEKEEPER AND TITLE
(December 2007)**

Promotions:

<u>Name</u>	<u>Title</u>
Weinrib, Laura	Associate

TAB F

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

EXHIBIT F

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Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

November 21, 2007

Invoice: 1320078
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended October 31, 2007, as
follows:

Total Fees	\$ 204.00
Total Disbursements	296.06
Total Due in Canadian Currency	\$ 500.06 CAD

This invoice may be paid in U.S. Currency: \$ 526.38 USD

MP

CAD Wiring Instructions:	USD Wiring Instructions:
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1320078	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 21, 2007
 Invoice No.: 1320078

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/30/07	Thompson, Nancy	Preparing data file for August 2007 and submitting same (.5); letter to notice parties serving September 2007 fee statement (.3).	0.8	255.00	\$ 204.00
Total Fees for this Matter					\$ 204.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thompson, Nancy	NAB	0.8	\$ 255.00	\$ 204.00
Total		0.8		\$ 204.00

Disbursements

Courier	\$ 291.26	
Duplicating	4.80	
		\$ 296.06

Total Due for this Matter in Canadian Currency \$ 500.06 CAD

SUMMARY OF TIMEKEEPER AND TITLE
(October 2007)

Fee Applications:

<u>Name</u>	<u>Title</u>
Thompson, Nancy	Paralegal

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

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Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

December 20, 2007

Invoice: 1325889
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended November 30, 2007, as
follows:

Total Fees	\$ 0.00
Total Disbursements	572.04
Total Due in Canadian Currency	<u>\$ 572.04 CAD</u> <i>mf</i>

This invoice may be paid in U.S. Currency: \$ 589.73 USD

CAD Wiring Instructions: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1325889	USD Wiring Instructions: Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Swiftcode: CIBCCATT Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1325889
If you wish further instructions please contact Janet Randal at 416.863.3272.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

Re: 000003. Fee Applications

Disbursements

Courier	\$ 500.14	
Duplicating	71.90	
		\$ 572.04

Total Due for this Matter in Canadian Currency	<hr/>	\$ 572.04 CAD
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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

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Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

February 29, 2008

Invoice: 1340320
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 25, 2008, as
follows:

Total Fees	\$ 0.00
Total Disbursements	266.06
Total Due in Canadian Currency	<u>\$ 266.06 CAD</u> <i>mp</i>

This invoice may be paid in U.S. Currency: \$ 280.06 USD

CAD Wiring Instructions: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1340320	USD Wiring Instructions: Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Swiftcode: CIBCCATT Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1340320
If you wish further instructions please contact Janet Randal at 416.863.3272.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: February 29, 2008
Invoice No.: 1340320

Re: 000003. Fee Applications

Disbursements

Courier	\$ 266.06	\$ 266.06
Total Due for this Matter in Canadian Currency		<hr/> \$ 266.06 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.